SEC 1972 (5-05)

ATTENTION

RECEIVED

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. appropriate federal notice will not result in a loss of an available state exemption unless such exemption. filing of a federal notice.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2008
Estimated average burden hours per response... 1

SEC USE ONLY
Prefix | Serial

DATE RECEIVED

			\checkmark	•	
Name of Offering ([] check if this is an The October Fund, Limited Partners)	
Filing Under (Check box(es) that apply): [] <u>Rule 504</u>	[] <u>Rule 505</u>	[X] Rule 506	[] Section 4(6)	[] ULOE
Type of Filing: [] New Filing [X] A	mendment				
Notices and the second	A. BA	ASIC IDENTIFICA	ATION DATA		
1. Enter the information requested abo	ut the issuer				
Name of Issuer ([] check if this is an The October Fund, Limited Partners		s changed, and i	ndicate change.)		
Address of Executive Offices (Number 141 Linden Street, Suite S-4, Welles			hone Number (Ir	ncluding Area Code)	
Address of Principal Business Operation Executive Offices)	ons (Number and Street,	City, State, Zip C	ode) Telephone	Number (Including Ar	ea Code) (if different from
Brief Description of Business A limited partnership that purchase	s public and private sec	urities and other	r obligations		
Type of Business Organization			······································		
[] corporation	[X] limited partnershi	ip, already formed	d	[] other (please spe	ecify):
[] business trust	[] limited partnership	o, to be formed			
		Mont	th Year		
Actual or Estimated Date of Incorporat	ion or Organization:	[0][2	[0][0]	[X] Actual [] Es	stimated
Jurisdiction of Incorporation or Organia	ration: (Enter two-letter U.				

PROCESSED JUL 1 4 2005

THOMSON FINANCIAL



GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	[X] Promoter	[] Beneficial Owner	[] Executive Officer	[] Director [X] General and/or Managing Partner
Full Name (Last name first, if October G.P., LLC	individual)		Marcontechnical Magnetic advisors Malagape, action and Malagape actions and Malagape actions and Malagape		
Business or Residence Addre 141 Linden Street, Suite S-			o Code)		
Check Box(es) that Apply:	[X] Promoter	[] Beneficial Owner	[] Executive Officer	[] Director [X]	General and/or Managing Partner*
Full Name (Last name first, if DDJ Capital Management, I			Pamous Alba (1881) Pamog men i dan Coll Pamous er juri 3011 Maganda (1882) A College		
Business or Residence Addre	ess (Number and	Street, City, State, Zip	o Code)		
141 Linden Street, Suite S-	I, Wellesley, MA	02482			
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[X] Executive Officer**	[] Director [] General and/or Managing Partner
Full Name (Last name first, if Breazzano, David J.	individual)				
Business or Residence Addre c/o DDJ Capital Manageme					
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[X] Executive Officer**	' [] Director [] General and/or Managing Partner
Full Name (Last name first, if Mencher, Judy K.	individual)	9663-976-976-9 ₆₋₉ 6-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1			
Business or Residence Addre	ess (Number and	Street, City, State, Zip	p Code)		
c/o DDJ Capital Manageme	nt, LLC, 141 Line	den Street, Suite S-4	, Wellesley, MA 02482		
Check Box(es) that Apply:	[] Promoter [Beneficial Owner	[X] Executive Officer*	* [] Director [] General and/or Managing Partner
Full Name (Last name first, if Benjes, William	individual)	MR 1994 - A. A. M. 1994 - A.	NAMES OF THE PARTY		
Business or Residence Addre	ess (Number and	Street, City, State, Zij	p Code)	······································	
c/o DDJ Capital Manageme	nt, LLC, 141 Lin	den Street, Suite S-4	, Wellesley, MA 02482		

^{*}As Manager of October G.P., LLC
**As an executive officer of DDJ Capital Management, LLC, Manager of October G.P., LLC, Issuer's general partner

Check Box(es) that Apply:	[] Promoter	[] Beneficial Owner	[X] Executive Officer**	[] Director	[] Generał and/or Managing Partner
Full Name (Last name first, Goolgasian, David	if individual)				
Business or Residence Add	ress (Number an	d Street, City, State, Zip	Code)		
c/o DDJ Capital Managem	ent, LLC, 141 Li	nden Street, Suite S-4,	Wellesley, MA 02482		
Check Box(es) that Apply:	[] Promoter	[X] Beneficial Owner	[] Executive Officer	[] Director	[] General and/or Managing Partner
Full Name (Last name first, DDJ October Fund Onsho		ed Partnership			
Business or Residence Add	ress (Number an	d Street, City, State, Zip	Code)		
c/o DDJ Capital Managem	ent, LLC, 141 Li	nden Street, Suite S-4,	Wellesley, MA 02482		
Check Box(es) that Apply:	[] Promoter	[X] Beneficial Owner	[] Executive Officer	[] Director	[] General and/or Managing Partner
Full Name (Last name first, DDJ October Fund Offsho					
Business or Residence Add	ress (Number an	d Street, City, State, Zip	Code)		
c/o DDJ Capital Managem	ent, LLC, 141 Li	nden Street, Suite S-4,	Wellesley, MA 02482		
Check Box(es) that Apply:	[] Promoter	[] Beneficial Owner	[] Executive Officer	[] Director	[] General and/or Managing Partner
Full Name (Last name first,	if individual)	1889-1994 (1994) (1994) (1994) (1994) (1994) (1994) (1994) (1994) (1994) (1994) (1994) (1994) (1994) (1994) (1	HANNAN MARKATAN AND AND AND AND AND AND AND AND AND A		
Business or Residence Add	ress (Number an	d Street, City, State, Zip	Code)	***************************************	
Check Box(es) that Apply:	[] Promoter	[] Beneficial Owner	[] Executive Officer	[] Director	[] General and/or Managing Partner
Full Name (Last name first,	if individual)				
Business or Residence Add	ress (Number an	d Street, City, State, Zip	Code)		
Check Box(es) that Apply:	[] Promoter	[] Beneficial Owner	[] Executive Officer	[] Director	[] General and/or Managing Partner
Full Name (Last name first,	if individual)				
Business or Residence Add	ress (Number an	d Street, City, State, Zip	Code)		
	·····				

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

^{**}As an executive officer of DDJ Capital Management, LLC, Manager of October G.P., LLC, Issuer's general partner

					E	B. INFORM	IATION A	BOUT OFF	ERING					
1. Has	the issuer	sold, or d	oes the is:	suer inten	d to sell, to	non-accre	edited inve	stors in this	offering?			Yes	No [X]	
					Ans	wer also in	Annendix	Column 2	, if filing un	der UI OF		[]	[\ \]	
2. Wha	t is the mi	nimum inv	estment th	nat will be					. •	00000		\$ 5,000,000) *	
3. Does	s the offeri	ing permit	joint owne	ership of a	single unit	i?	er amounts	*****				Yes	 No [X]	
commis person states,	ssion or si to be liste list the na	milar remued is an as me of the	uneration f sociated p broker or c	or solicitat erson or a dealer. If r	ion of purd igent of a l nore than t	chasers in proker or d five (5) per	connection ealer regis	with sales tered with t listed are a	directly or of securitie the SEC an associated	es in the of id/or with a	fering. If a state or			
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Busine	ss or Resi	dence Add	dress (Nur	mber and	Street, City	/, State, Zi	p Code)	•						_
Name (of Associa	ted Broke	r or Deale					***************************************						
					Intends to	Solicit Pu	rchasers			[] All State	s		****
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]		
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]		
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]		
[RI]	[SC]	[SD]	[TN]	[XT]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]		
Full Na	me (Last ı	name first	, if individu	ıal)		ati Anganada in Anthronya atau in Ant	***************************************							****
Busine	ss or Resi	dence Ad	dress (Nur	nber and	Street, City	/, State, Zi	p Code)							~
Name (of Associa	ted Broke	r or Deale	Γ		**************************************	***************************************	(****
States	in Which F	Person Lis	ted Has S	olicited or	Intends to	Solicit Pu	rchasers							Henr
(Check	"All State	s" or chec	k individua	al States)						Į] All State	s		
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]		
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]		
[MT]	[NE]	[NV]	[NH]	[NJ]	[MM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]		
(RII	ISC1	(SD)	ITN	(TX1	rum	IVT1	IVA1	[WA]	IVVVI	LVVI	IWY1	[PR]		

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

Debt	already sold. Enter "D" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Type of Security Debt			
already exchanged. Type of Security Debt	already exchanged. Type of Security Debt Security Sold Sold Sold Sold Sold Sold Sold Sold	already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check		
Type of Security Debt Sequity Sequitions (Including warrants) Figure 1 Sequity Sequities (including warrants) Figure 2 Sequity Sequities (including warrants) Fortal Convertible Securities (including warrants) Fortal Sequities (including warrants) Fortal Sequities (including warrants) Fortal Sequities (including warrants) Answer also in Appendix, Column 3, if filing under ULOE. Fortal Sequities (including warrants) Answer also in Appendix, Column 3, if filing under ULOE. Fortal Answer also in Appendix, Column 3, if filing under ULOE. Fortal Answer also in Appendix (including warrants) Answer also in Appendix, Column 4, if filing under ULOE. Fortal Sequities Answer is "none" or "zero." Aggregate Number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Accredited Investors Non-accredited Investors Non-accredited Investors Non-accredited Investors Non-accredited Investors Non-accredited Investors Non-accredited Investors Answer also in Appendix, Column 4, if filing under ULOE. Fortal (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. Fortal (for filings is for an offering under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. Fortal (for filings is for an offering under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. Fortal (for filings in this offering Classify securities by type listed in Part C-Question 1. Fortal (for filings in this offering Classify securities in this offering in this offering Classify securities in this offering in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees. Frinting and Engraving Costs.	Type of Security Debt			
Type of Security Debt	Type of Security Debt Debt Debt Debt Debt Debt Debt Debt	already exchanged.		
Debt	Type of Security Debt Debt Debt Debt Debt Debt Debt Debt			
Debt Equity S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0	Debt	Time of Consults		
Equity	Equity [] Common [] Preferred Convertible Securities (including warrants)			
Convertible Securities (including warrants)	Common Preferred			
Convertible Securities (including warrants)	Convertible Securities (including warrants) Partnership Interests Other (Specify Total Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." **Accredited Investors Accredited Investors Accredited Investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the Issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. Type of offering Rule 505 Regulation A Rule 506 Regulation A Rule 504 Total Total Total Type of security **Dollar Amount Type of offering Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. **Transfer Agent's Fees Printing and Engraving Costs Legal Fees Accounting Fees Sales Commissions (specify finders' fees separately) Other Expenses (identify) **Supplementation** **Supplementation** **Supplementation** **Supplementation** **Page 1	· ·	\$ <u>U</u>	\$ <u>U</u>
Partnership Interests Other (Specify 5) 50 50 50 50 50 50 50 50 50 50 50 50 50	Pattnership Interests Other (Specify Total Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amounts of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Number Number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Number Number of persons who have purchased securities and the aggregate dollar amount of Purchases on the total lines. Enter "0" if answer is "none" or "zero." Number Number of persons who have purchased securities and the aggregate dollar amount of Purchases Accredited Investors	· · · · · · · · · · · · · · · · · · ·		
Other (Specify	Other (Specify		_	_
Total	Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Number	·		
Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Number	Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Number Investors Number Investors Number Investors Number Investors Number Investors Number Investors State Investors State Investors State Investors State Investors State Investors State Investors In		_	_
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate Number Investors Number Investors Number Investors Purchases	2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Number Num		\$ <u>1,000,000,000</u>	\$ <u>149,775,409</u>
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Accredited Investors	Accredited Investors	this offering and the aggregate dollar amounts of their purchases. For offerings under <u>Rule 504</u> , indicate the number of persons who have purchased securities and the aggregate dollar amount of		
Accredited Investors Securities and Investors Securities by type listed in Part C-Question 1. Type of offering Rule 504 or 505 (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5) (1.5	Accredited Investors 6			
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Rule 504	Rule 504	Non-accredited Investors	<u>0</u>	\$ <u>0</u> -
Total	Total	Non-accredited Investors	<u>0</u>	\$ <u>0</u> -
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees	4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees	Non-accredited Investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. Type of offering Rule 505	<u>0</u>	\$ <u>0</u> -
securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees	securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees [] \$	Non-accredited Investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. Type of offering Rule 505 Regulation A	<u>0</u>	\$ <u>0</u> -
Printing and Engraving Costs [] \$	Printing and Engraving Costs [] \$	Non-accredited Investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. Type of offering Rule 505 Regulation A Rule 504	<u>0</u>	\$ <u>0</u> -
Printing and Engraving Costs	Printing and Engraving Costs [] \$	Non-accredited Investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. Type of offering Rule 505 Regulation A Rule 504 Total 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not	O Type of Security - - - -	\$ <u>0</u> -
Legal Fees	Legal Fees [] \$	Non-accredited Investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. Type of offering Rule 505 Regulation A Rule 504 Total 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.	O Type of Security - - - - -	\$ <u>0</u> - Dollar Amount Sold - - -
	Accounting Fees [] \$	Non-accredited Investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. Type of offering Rule 505 Regulation A Rule 504 Total 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees	<u>0</u> - Type of Security	\$ <u>0</u> - Dollar Amount Sold - - -
	Engineering Fees [] \$ Sales Commissions (specify finders' fees separately) [] \$ Other Expenses (identify) [] \$	Non-accredited Investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. Type of offering Rule 505 Regulation A Rule 504 Total 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs	O	\$ <u>0</u> - Dollar Amount Sold - - - -
	Sales Commissions (specify finders' fees separately)	Non-accredited Investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. Type of offering Rule 505 Regulation A Rule 504 Total 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees Legal Fees	Q - Type of Security e	\$ <u>0</u> - Dollar Amount Sold
	Other Expenses (identify) [] \$	Non-accredited Investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. Type of offering Rule 505 Regulation A Rule 504 Total 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees Accounting Fees	O	\$ <u>0</u> - Dollar Amount Sold - - - -
		Non-accredited Investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. Type of offering Rule 505 Regulation A Rule 504 Total 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees Accounting Fees Engineering Fees	Q - Type of Security e	\$ <u>0</u> - Dollar Amount Sold
		Non-accredited Investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. Type of offering Rule 505 Regulation A Rule 504 Total 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. Thinformation may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees Accounting Fees Engineering Fees Sales Commissions (specify finders' fees separately)	O Type of Security [] \$ [] \$ [] \$ [] \$ [] \$ [] \$ [] \$ [] \$ [] \$	\$ <u>0</u> - Dollar Amount Sold
1012) 1 A 1 % II"	*All expenses in connection with the issuance and distribution of the securities will be borne by the Issuer's Investment	Non-accredited Investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. Type of offering Rule 505 Regulation A Rule 504 Total 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees Accounting Fees Engineering Fees Sales Commissions (specify finders' fees separately)	O Type of Security [] \$ [] \$ [] \$ [] \$ [] \$ [] \$ [] \$ [] \$ [] \$	\$ <u>0</u> - Dollar Amount Sold

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

\$ 1,000,000,000

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees	[]\$0	[]\$0
Purchase of real estate	[]\$ <u>0</u>	[]\$ <u>0</u>
Purchase, rental or leasing and installation of machinery and equipment	[]\$ <u>0</u>	[]\$ <u>0</u>
Construction or leasing of plant buildings and facilities	[]\$ <u>0</u>	[]\$ <u>0</u>
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	[]\$ <u>0</u>	[]\$0
Repayment of indebtedness	[]\$ <u>0</u>	[]\$ <u>0</u>
Working capital	[]\$ <u>o</u>	[]\$ <u>0</u>
Other (specify): to purchase investments of the Partnership and pay operating expenses of the Partnership	[]\$ <u>0</u>	[X] \$ <u>1,000,000,000</u>
Column Totals	[]\$ <u>0</u>	[X]\$ <u>1,000,000,000</u>
Total Payments Listed (column totals added)	[X]	\$ <u>1,000,000,000</u>

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under <u>Rule 505</u>, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of <u>Rule 502</u>.

Issuer (Print or Type)	Signature	Date
The October Fund, Limited Partnership	By: October G.P., LLC, its general partner By: DDJ Capital Management, LLC, Man.	June, 2005 ager
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Judy K. Mencher	V Member	

ATTENTION	ستبد
Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)	ششنت